

<b>SCC eFile</b>	<b>2013 ANNUAL REPORT</b> <b>COMMONWEALTH OF VIRGINIA</b> <b>STATE CORPORATION COMMISSION</b>	<b>213506935</b>						
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>1.) CORPORATION NAME:  <b>BARNES GROUP INC.</b></p> <p>2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:  <b>NATIONAL REGISTERED AGENTS INC</b>  <b>4701 COX ROAD</b>  <b>SUITE 301</b></p> <p><b>GLEN ALLEN, VA 23060-6802</b></p> </div> <div style="width: 35%;"> <p>DUE DATE: <b>2/28/2013</b></p> <p>SCC ID NO: <b>F0289647</b></p> <p>5.) STOCK INFORMATION</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left;">CLASS</th> <th style="text-align: left;">AUTHORIZED</th> </tr> <tr> <td>COMMON</td> <td>150,000,000</td> </tr> <tr> <td>PREFER</td> <td>3,000,000</td> </tr> </table> </div> </div>			CLASS	AUTHORIZED	COMMON	150,000,000	PREFER	3,000,000
CLASS	AUTHORIZED							
COMMON	150,000,000							
PREFER	3,000,000							
<p>3.) CITY OR COUNTY OF VA REGISTERED OFFICE:  <b>HENRICO COUNTY</b></p>								
<p>4.) STATE OR COUNTRY OF INCORPORATION:  <b>DE</b></p>								
<p>6.) PRINCIPAL OFFICE ADDRESS:</p> <p style="margin-left: 40px;">ADDRESS: 123 MAIN ST</p> <p style="margin-left: 40px;">CITY/ST/ZIP: BRISTOL, CT 06010</p>								
<p>7.) DIRECTORS AND PRINCIPAL OFFICERS:      All directors and principal officers must be listed. An individual may be designated as both a director and an officer.</p>								
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> NAME: GREGORY F. MILZCIK  TITLE: PRESIDENT  ADDRESS: 123 MAIN ST.  CITY/ST/ZIP/CO: BRISTOL, CT 06010 </td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input checked="" type="checkbox"/> </td> <td style="width: 20%; text-align: center; vertical-align: middle;">OFFICER</td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input checked="" type="checkbox"/> </td> <td style="width: 10%; text-align: center; vertical-align: middle;">DIRECTOR</td> </tr> </table>			NAME: GREGORY F. MILZCIK TITLE: PRESIDENT ADDRESS: 123 MAIN ST. CITY/ST/ZIP/CO: BRISTOL, CT 06010	<input checked="" type="checkbox"/>	OFFICER	<input checked="" type="checkbox"/>	DIRECTOR	
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NAME:	CHRISTOPHER J. STEPHENS	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	VICE PRESIDENT		
ADDRESS:	123 MAIN ST.		
CITY/ST/ZIP/CO:	BRISTOL, CT 06010		
NAME:	CLAUDIA S. TOUSSAINT	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	SECRETARY		
ADDRESS:	123 MAIN ST.		
CITY/ST/ZIP/CO:	BRISTOL, CT 06010		
NAME:	THOMAS O BARNES	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	CHAIRMAN		
ADDRESS:	1900 PERKINS ST		
CITY/ST/ZIP/CO:	BRISTOL, CT 06010		
NAME:	THOMAS J. ALBANI	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	39 WANOMA WAY		
CITY/ST/ZIP/CO:	NANTUCKET, MA 02554		
NAME:	JOHN W ALDEN	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	8400 LAZY OAKS CT.		
CITY/ST/ZIP/CO:	ATLANTA, GA 30350		
NAME:	GARY G. BENANAV	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	333 E. 57TH ST. APT. 15A		
CITY/ST/ZIP/CO:	NEW YORK, NY 10022		
NAME:	WILLIAM S BRISTOW JR	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	10 Hoyts Island		
CITY/ST/ZIP/CO:	Kittery Pt., ME 03905		
NAME:	GEORGE T. CARPENTER	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	67 RACE ST.		
CITY/ST/ZIP/CO:	BRISTOL, CT 06010		
NAME:	MYLDRED H. MANGUM	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	416 NORTH JEFFERSON AVE.		
CITY/ST/ZIP/CO:	EATONTON, GA 31024		
NAME:	DR. HASSELL H. MCCLELLAN, PH.D.	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	43 VALENTINE RD.		
CITY/ST/ZIP/CO:	MILTON, MA 02186		
NAME:	WILLIAM J MORGAN	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	14 TALMADGE HILL RD.		
CITY/ST/ZIP/CO:	DARIEN, CT 06820		

NAME:	Francis J Kramer	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	10491 Allante Ct.		
CITY/ST/ZIP/CO:	Gibsonia, PA 15044		
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.			
/s/ GREGORY A. MARSHALL	GREGORY A. MARSHALL, VICE	2/11/2013	
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRESIDENT	DATE	
	PRINTED NAME AND CORPORATE TITLE		
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.			